

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

MICHAEL L. COHEN and
VANJA BAROS,

Defendants.

Case No. 17-CV-430 (NGG)(LB)

Date of Service: June 27, 2017

**DECLARATION OF KAYVAN B.
SADEGHI IN SUPPORT OF
DEFENDANT MICHAEL L. COHEN'S
MOTION TO DISMISS THE
AMENDED COMPLAINT**

I, Kayvan B. Sadeghi, hereby declare as follows:

1. I am a member of the Bar of the State of New York and admitted to practice in this District. I am Of Counsel with the law firm of Morrison & Foerster LLP, counsel for Defendant Michael L. Cohen.

2. I submit this declaration to put before the Court documents cited in the Memorandum of Law in Support of Defendant Michael L. Cohen's Motion to Dismiss the Amended Complaint, served contemporaneously herewith.

3. Attached as Exhibit 1 is a true and correct copy of excerpts of a report dated April 14, 2017, listing confirmed border crossings by defendant Michael L. Cohen into and out of the United States. The report was produced by U.S. Customs and Border Protection in response to a subpoena issued in this matter, as reflected in the cover email included with Exhibit 1.

4. Attached as Exhibit 2 is a true and correct copy of a letter with attachments from the Securities and Exchange Commission ("SEC") to Ronald White, attaching the Formal Orders of Private Investigation for the investigations entitled *In the Matter of Och-Ziff Capital Management LLC (B-02790)* and *In the Matter of the Libyan Investment Authority (B-2646)*.

5. Attached as Exhibit 3 is a true and correct copy of the Tolling Agreement signed by Mr. Cohen on November 28, 2012.
6. Attached as Exhibit 4 is a true and correct copy of the Tolling Agreement signed by Mr. Cohen on December 23, 2013.
7. Attached as Exhibit 5 is a true and correct copy of the Tolling Agreement signed by Mr. Cohen on June 23, 2014.
8. Attached as Exhibit 6 is a true and correct copy (redacted and excerpted) of the Amended and Restated Exempted Limited Partnership Agreement of African Global Capital II, L.P. (“AGC II”), dated October 1, 2008.
9. Attached as Exhibit 7 is a true and correct copy (redacted and excerpted) of the AML Joint Venture Relationship Deed, dated October 26, 2007.
10. Attached as Exhibit 8 is a true and correct copy (redacted and excerpted) of the Amended and Restated Exempted Limited Partnership Agreement of OZ Partner AGC II Feeder, L.P., dated November 4, 2011.
11. Attached as Exhibit 9 is a true and correct copy (redacted) of African Global Capital II LP’s Form 1065 United States Return of Partnership Income for the year ended December 31, 2008.
12. Attached as Exhibit 10 is a true and correct copy (redacted and excerpted) of the Investment Recommendation to AGC II concerning the \$77 Million Stock Transaction alleged in the Complaint, with cover email.
13. Attached as Exhibit 11 is a true and correct copy (redacted and excerpted) of the Investment Recommendation to AGC II concerning the Congo-Brazzaville, with cover email.

14. Attached as Exhibit 12 is a true and correct copy (redacted and excerpted) of the Investment Recommendation to AGC II concerning the London Holding Company Stock Purchase Investment Recommendation, with cover email.

15. Attached as Exhibit 13 is a true and correct copy (excerpted) of OZ Management LP's Uniform Application for Investment Adviser Registration, filed with SEC on Form ADV, dated April 2, 2008.

16. Attached as Exhibit 14 is a true and correct copy (excerpted) of OZ Management LP's Uniform Application for Investment Adviser Registration, filed with SEC on Form ADV, dated March 30, 2009.

17. Attached as Exhibit 15 is a true and correct copy (excerpted) of OZ Management LP's Uniform Application for Investment Adviser Registration, filed with SEC on Form ADV, dated April 1, 2010.

18. Attached as Exhibit 16 is a true and correct copy (excerpted) of OZ Management LP's Uniform Application for Investment Adviser Registration, filed with SEC on Form ADV, dated March 31, 2011.

19. Attached as Exhibit 17 is a true and correct copy (excerpted) of OZ Management LP's Uniform Application for Investment Adviser Registration, filed with SEC on Form ADV, dated August 16, 2012.

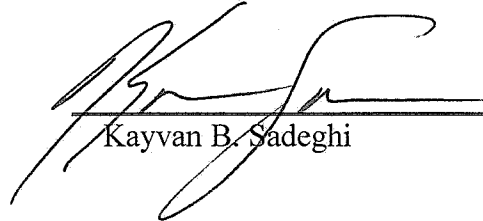
20. Attached as Exhibit 18 is a true and correct copy (redacted and excerpted) of a March 27, 2007 email sent to Mr. Cohen, including an attachment quoted in Paragraph 94 of the Complaint.

21. Attached as Exhibit 19 is a true and correct copy (redacted) of a November 18, 2007 email to Mr. Cohen, quoted in Paragraph 96 of the Complaint.

22. Attached as Exhibit 20 is a true and correct copy (redacted) of a December 20, 2007 email sent by Mr. Cohen, quoted in Paragraph 97 of the Complaint.

I hereby declare under penalty of perjury that the foregoing statements made by me are true and correct.

Dated: June 27, 2017



Kayvan B. Sadeghi